

**EXHIBIT A**

**ARTICLES OF INCORPORATION**  
(Attached)

## Articles of Incorporation of

FEB 22 1999

U C Hub

BILL JONES, Secretary of State

One: The name of this corporation is U C Hub.

Two: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

Three: The name and address in this state of this corporation's initial agent for service of process are:

Larry Wilcox  
10 Appaloosa Lane  
West Hills, CA 91307

Four: The number of directors shall be not fewer than 3 (three) nor more than 5 (five). The exact number of directors shall be fixed within these specified limits by the board of directors or the shareholders in the manner provided in the bylaws..

Five: This corporation is authorized to issue only one class of shares, which shall be designated "common" shares. The total number of such shares authorized to be issued is 50,000,000 (Fifty million) shares.

Six: Every shareholder, before selling or transferring any shares of the corporation, must first offer the shares to the corporation and then to the holders of the remaining outstanding shares, in the following manner:

(1) The offering shareholder shall mail or personally deliver a written offer to the secretary of the corporation, stating the number and class of shares and the price, terms, and conditions of the proposed sale or transfer including the name of any proposed outside buyer. The corporation shall then have the right to purchase any or all of those shares at the price and on the terms and conditions stated in the offer, by giving written notice to the offering shareholder of its election to purchase a specified number of shares. This notice shall be given by mail or personal delivery within ten days after the date of the shareholder's written offer, as that date is defined in subparagraph (8) of this article.

(2) If the corporation fails to give notice of its election to purchase within the prescribed period, or if it elects to purchase fewer than all of the shares being offered, the secretary of the corporation, as soon as possible and in no event more than fifteen days after the date of the written

offer, shall mail or personally deliver a copy of the offer together with a statement of the number of shares not being purchased by the corporation, to each holder of remaining outstanding shares. Each of these shareholders shall then have the right to purchase part or all of the available number of shares at the price and on the terms and conditions stated in the offering shareholder's written offer, by giving the secretary of the corporation a written notice of intent to purchase. This notice of intent to purchase shall state the number of shares that the shareholder wishes to purchase, and shall be given by mail or personal delivery to the secretary of the corporation within thirty days after the offering shareholder's written offer was given to the corporation, as defined in subparagraph (8) of this article.

(3) If the total number of shares specified by the several shareholders in their respective notices of intent to purchase exceeds the number of available shares specified in the secretary's statement, each purchasing shareholder shall be entitled to purchase that fraction of the number of shares specified in the shareholder's notice of intent to purchase that is equal to the number of the shareholder's shares with purchase rights under this article, divided by the total number of shares with purchase rights held by all shareholders who gave notice of intent to purchase.

(4) If fewer than all the shares offered for sale by the offering shareholder are subscribed to under subparagraphs (1) and (2) of this article, each shareholder who desires additional shares shall be entitled to purchase that fraction of the shares not subscribed to that is equal to the number of the shareholder's shares with purchase rights under this article, divided by the total number of shares with purchase rights held by all shareholders who desire to purchase the remaining shares.

(5) Unless otherwise specifically stated in the shareholder's notice of intent to purchase shares given under subparagraph (2) of this article, that notice shall also be considered an offer to purchase the number of shares to which the shareholder is entitled under subparagraph (3) or subparagraph (4) of this article.

(6) If fewer than all the shares specified by the selling shareholder in the offer are subscribed to under subparagraphs (1), (2), (3), or (4) of this article within the time periods specified for exercising the respective rights to purchase shares granted by this article, the offering shareholder shall be required to sell the specified shares to the corporation or to any of the shareholders pursuant to their respective notices of intent to purchase, and may dispose of the remaining specified shares to the proposed buyer specified in the offering shareholders' written offer to the secretary of the corporation within forty five days after the date of the written offer to sell, provided that such shareholder shall not sell or transfer these shares at a lower price or on terms less favorable to the seller than those specified in the offer to the secretary.

(7) Unless otherwise prohibited by law or by these articles of incorporation, the corporation may purchase its own shares from any offering shareholder; provided, however, that the corporation shall not purchase all of its outstanding voting shares. Any sale or transfer, or purported sale or transfer, of the corporation's shares by any shareholder shall be null and void unless the terms, conditions, and provisions of this article are strictly followed.

(8) Each offer, notice, or statement provided for in this article shall be considered given when it is personally delivered to the person to whom it is to be given, or when it is deposited in the United States mail, by first-class mail properly addressed to such person and with all postage or other charges fully prepaid.

Seven: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Eight: The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under California law.

Date: February 22, 1999

By: 

Todd C. Smith  
Incorporator



**CERTIFICATE OF AMENDMENT**

**OF**

**ARTICLES OF INCORPORATION OF THE UC HUB, INC.**

Larry Wilcox, Bill Thompson, Mike Scharborough, and Richard Walker certify that:

1. They are each directors of UC HUB, Inc., A California Corporation. They are the only current directors of UC HUB, Inc. No shares of UC HUB, Inc have been issued as of the date of the filing of this amendment
2. Article One of the Articles of Incorporation of UC HUB, Inc., are amended to read as follows:

One: The Name of this corporation is United Communications HUB, Inc.

3. Article Six of the Articles of Incorporation of UC HUB Inc., are amended as follows:

Six: [Deleted]

4. The foregoing Amendments have been approved by unanimous vote by the directors and of the corporation, there being no shares yet issued by the corporation, no vote of shareholders in accordance with Corporations Code Section 903 is required. Further, the name change is made pursuant to name reservation number R0563717 issued June 8, 1999, and expiring August 8, 1999.

5. We further declare under the penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated:

By: \_\_\_\_\_  
Larry Wilcox,  
Chairman of the Board of Directors

Dated:

By: \_\_\_\_\_  
Bill Thompson,  
Director

Dated:

By: \_\_\_\_\_  
Mike Scharborough  
Director

Dated:

By: \_\_\_\_\_  
Richard Walker  
Director

**EXHIBIT B**

**CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS**  
(Attached)

State of Illinois  
Office of  
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF  
UNITED COMMUNICATIONS HUB, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA HAS BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be  
affixed the Great Seal of the State of Illinois,  
at the City of Springfield, this 9TH  
day of MAY A.D. 2000 and of  
the Independence of the United States the two  
hundred and 24TH



*Jesse White*

Secretary of State



Form **BCA-13.15**  
(Rev. Jan. 1995)

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

**SUBMIT IN DUPLICATE!**

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834

This space for use by Secretary of State

**FILED**

MAY 09 2000

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 5-9-00

License Fee \$ 25

Franchise Tax \$ 25

Filing Fee \$ 100

Penalties \$ 100

Approved: [Signature]

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: United Communications HUB, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: California

(b) Date of Incorporation: 2/22/99

(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located:

225 South Lake Avenue Suite 705  
Pasadena CA 91106

(b) Address of principal office in Illinois:

None (If none, so state)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent National Corporate Research, Ltd.

First Name

Middle Name

Last Name

Registered Office One West Old State Capital Plaza

Suite 805

Number

Street

Suite #

Springfield

IL

62701

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

CA

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President <u>Larry Wilcox</u>	<u>225 South Lake Avenue, Suite 705, Pasadena, CA</u>	<u>91106</u>		
Secretary <u>Larry Wilcox</u>	<u>225 South Lake Avenue, Suite 705, Pasadena, CA</u>	<u>91106</u>		
Director <u>Larry Wilcox</u>	<u>225 South Lake Avenue, Suite 705, Pasadena, CA</u>	<u>91106</u>		
Director <u>William Thompson</u>	<u>225 South Lake Avenue, Suite 705, Pasadena, CA</u>	<u>91106</u>		
Director <u>Mike Sharborough</u>	<u>225 South Lake Avenue, Suite 705, Pasadena, CA</u>	<u>91106</u>		

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

**Provide Telecommunication Services**

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common			50,000,000	10,000,000

9. Paid-in Capital: \$ \$1,139,607

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 50,000
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 100,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 1,000

11. Interrogatories: (Important – this section must be completed.)

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: *See address on line 3*
- (b) Number of shares of all classes owned by residents of Illinois: *See attached*
- (c) Number of shares of all classes owned by non-residents of Illinois: *See attached*
- (d) Is the corporation transacting business in this state at this time? *No*
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**)

Dated 3-20-2000 United Communications HUB, Inc.

(Exact Name of Corporation)

attested by Harry Wilcox by Harry Wilcox  
x (Signature of Secretary or Assistant Secretary) x (Signature of President or Vice President)

Secretary

(Type or Print Name and Title)

President

(Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

**United Communications, HUB, INC.**  
**225 South Lake Avenue**  
**Suite 705**  
**Pasadena, CA 91106**  
**(818) 887-6820**  
**fax (818) 877-2686**  
**customer service # (800) 862-9970**

**Shareholders**

**No. & Percentage of Shares**

Larry Wilcox	73.59%
Steve Herold	16.47%
Burl Sheppard	4.97%
Andy Mercer	3.97%
Pattie Sandler	1.00%

50,000,000 authorized shares of common stock,  
10,000,000 issued shares  
Paid-in Capital: \$1,139,607